

**Whisketeers' Kitty Kingdom, Inc.
Bylaws**

Adopted May 9, 2013

Article Name of Corporation

The name of this corporation shall be Whisketeers' Kitty Kingdom, hereafter, referred to as WKK.

Article II Purpose

WKK is dedicated to saving the lives of homeless, abandoned, and special needs cats and finding loving, adoptive homes or providing lifelong sanctuary for them; WKK also seeks to decrease the number of homeless cats and the amount of cruelty to them in our community through outreach and education.

Article III. Mission

Section 1. To provide a safe haven for homeless or abandoned kitties with a focus on those with special needs such as lack of socialization, litter box issues, behavioral problems, or disabilities, and if possible, to find a loving, permanent home for each kitty in our care.

Section 2. To provide a sanctuary with a lifetime of love and care for older felines that are considered unadoptable by the public whose families are no longer able to provide them with a home or care for their needs.

Section 3. To provide a loving and safe home for felines that are unable to be placed with friends or family whose owners have passed away.

Section 4. To provide a nutritious diet, necessary medical care, proper socialization, and love for all felines in our care.

Section 5. To educate the public on the responsibilities of being a loving cat owner and to give advice on feline behavior and care issues.

Section 6. To encourage cat owners to spay and neuter their felines to help reduce the number of unwanted cats in our community and to spay/neuter every cat in our care prior to adoption unless the cat's age or health prevents such action.

Section 7. To promote and encourage TNR in our local community and to assist, when possible, in the spaying and neutering of the feral population.

Section 8. To help create a loving atmosphere for feral and homeless felines in our community and to offer advice on the care of these cats.

Section 9. To utilize and promote the use of micro-chips to help increase the number of cats reclaimed from animal control; thereby reducing the number of felines killed by animal control in our community.

Section 10. To promote and endorse the No Kill philosophy in our community, state, and nationwide.

Article IV. Board of Directors

Section 1. The Board of Directors is the group of persons vested with the responsibility for the management of business and affairs of this Corporation and hereafter will be referred to as the Board.

Section 2. Qualifications for Board Directors: All directors must be age twenty-one or older; cannot have been charged or convicted of animal cruelty or neglect; and must support and desire to help accomplish the goals of WKK.

Section 3. The Board shall consist of at least three Directors at all times: an Executive Director; Director of Operations; and Director of Finances and may include other Directors, if needed, not to exceed seven Directors total.

Section 4. Each Director shall have one vote on all issues and shall nominate and elect Officers for WKK as needed with exception of the Office of President. The Presidential Officer shall be the original incorporator and founder of WKK and shall not need nomination, election, or appointment to office unless resignation is given or office is vacated.

Section 5. All Directors shall serve without pay or compensation. The Board may, however, authorize reimbursement of actual and necessary reasonable expenses incurred by Directors if such expenses are the direct result of duties performed for WKK in accordance with Article IV in the Articles of Incorporation.

Section 6. Any Board member may serve a perpetual term of office until resignation is received, and Board vacancies shall be filled by appointment by remaining Board members.

Section 7. Board members may also serve concurrently as Officers of WKK, if they are nominated and elected by fellow Board members.

Article V. Officers

Section 1. The Officers of the Corporation shall be nominated, elected, and appointed by the Board.

Section 2. The Officers of the Corporation may consist of the following: President, Vice-President, Secretary, Treasurer, Sanctuary Manager, Media Relations Officer, Fundraising Officer, Website/Animal Records Manager, Volunteers Manager, Adoption/Foster Officer, and Social Media Officer; and the Officer positions may be adjusted, as needed, to meet the needs of WKK.

Official Duties:

- A. President: Shall schedule and hold biannual meetings with all officers present and preside over said meetings. Shall coordinate activities, concerns, and financial matters between officers and appoint special committees, if needed, for various activities and functions of WKK.
- B. Vice-President: Shall assume duties of President if President is unable to conduct said duties for a specified amount of time.
- C. Secretary: Shall contact all officers for scheduled meetings; keep accurate records of said meetings; and provide copies of meetings' minutes to any Officers that are absent. He/she shall also count and verify all cash monies received at various functions.
- D. Treasurer: Shall manage all financial affairs of WKK. He/she shall have charge and custody of and be responsible for all funds and property held by WKK and shall keep comprehensive records of all financial transactions. He/she shall also provide an annual financial report to the Board each year in November or December.
- E. Sanctuary Manager: Shall be responsible for daily operations of the sanctuary; shall buy, stock, and maintain needed supplies for sanctuary; shall coordinate the hours of operation.
- F. Media Relations Officer: Shall contact local media for special events; coordinate advertising for events, promotions, or needed marketing for WKK; and produce bimonthly (every two months) newsletter.
- G. Fundraising Officer: Shall solicit donations; schedule and coordinate fundraising events; and maintain and promote the feline sponsorship program.
- H. Website/Animal Records Manager: Shall create and maintain the WKK website and update website, periodically, with current information and maintain current records for all animals in the care of WKK.
Volunteers Manager: Shall hold quarterly volunteer orientations; maintain a current volunteer list, and create a volunteer schedule for cleaning facility, feeding, and grooming/social interaction.
- J. Adoption/Foster Officer: Shall schedule off-site adoption events; shall conduct personal/vet reference checks on potential adopters and fosters; shall conduct home inspections of qualified adopters/fosters; and coordinate follow-up visits for all adopted and fostered cats.

- K. Social Media Officer: Shall create and maintain a current Facebook page for WKK and routinely promote special events for adoptable cats; he/she shall also utilize a Twitter account for special promotions of WKK.

Section 3. Terms of Office: The President who is the founder and original incorporator of the Corporation shall serve a perpetual term of office until resignation. Every other officer shall also serve a perpetual term of office until resignation or until removed from office by a majority vote of current officers or by the Board.

Section 4. Compensation: The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of WKK. In all cases, any salaries received by officers of WKK shall be reasonable and given in return for services actually rendered for WKK which relate to the performance of the charitable purposes of this Corporation in accordance with Article IV of the Articles of Incorporation.

Section 5. One person may concurrently hold more than one Office if an Office is not filled due to the unavailability of qualified persons.

Section 6. Officers are the only official members of WKK and may only vote on matters placed before them by the Board.

Article VI Finances

Section 1. Accounting: The fiscal year shall be the calendar year beginning January 1st and ending December 31st.

Section 2. Annual Budget: Shall be adopted annually by the Board. The treasurer shall prepare and submit a proposed annual budget at least two weeks prior to the beginning of the new fiscal year. The fiscal budget shall identify anticipated revenue sources and levels and shall, to the extent practical, identify anticipated expenses by line item.

Section 3. Deposits: All funds of WKK not otherwise employed will be deposited periodically to the credit of WKK in a bank account established and/or selected by the Board.

Section 4. Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of WKK will be signed by the Executive Director or Treasurer.

Section 5. Loans: No loans will be made or issued by WKK, and WKK will not be a co-signer for any individual or other agency. In the event that WKK

needs financial assistance and/or a loan, all Board members must approve of the loan and institution or individual providing said loan. Every effort shall be made to repay said loan in the least amount of time incurring the least amount of interest on said loan.

Section 6. Donations: All income will be derived from cash donations, in-kind contributions of goods and services, or fundraising activities with the goal of fully recovering the reasonable costs of the operation of WKK and establishing reasonable reserves for the future expenses and contingencies reasonably related to the legitimate activities of WKK.

Section 7. Funds: 100% of all funds accumulated beyond stated expenses and actual expenses incurred will be used for the charitable purposes of WKK.

Section 8. The Corporation shall also be subject to the following provisions in Article VI of the Articles of Incorporation.

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4954(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Section 9. The financial records of WKK are public information and shall be made available to the Board, Officers, and the public upon request.

Article VII. Meetings

Section 1. WKK's Board shall hold one annual meeting with the Treasurer in November or December to discuss the next year's financial concerns and review the current year's finances at a place, date, and time appointed by the Executive Director.

Section 2. WKK shall hold biannual, closed meetings with all officers present to discuss concerns, policies, and/or finances.

Section 3. All regular meetings will be scheduled by the President and the Secretary shall notify each Officer two weeks in advance of such meeting.

Section 4. Special meetings may be held at any time when called for by the President or Board of Directors.

Section 5. Agendas for regularly scheduled meetings shall be provided to Officers, if requested, two weeks prior to said meetings.

Section 6. Minutes shall be recorded for all regularly, scheduled Board meetings and the biannual meetings, and they shall be made available for viewing by any affiliates of WKK.

Article VIII. Conflict of Interest

Section 1. No person on the Board shall use their position for undue personal gain and they shall at all times avoid conduct which would diminish public confidence in WKK; therefore, if any matter pending before the Board is of such nature as to prevent a member from acting in an impartial manner, that member will offer to the Board to voluntarily excuse him/herself and will refrain from discussion or voting on said item.

Article IX. Amendments

Section 1. Amending Bylaws: The Articles of Incorporation or Bylaws of WKK may be altered, amended, or repealed, and new Bylaws or Articles adopted only upon action by a simple majority vote of the Board.

Section 2. Any Director or Officer of WKK may propose an amendment to the Bylaws. Proposed amendments must be submitted to the Executive Director at least two weeks prior to a scheduled meeting so that they may be distributed to all Directors for review and consideration.

Article X. Dissolution

Section 1. In the event that WKK is dissolved, all liabilities and obligations of WKK shall first be paid and discharged or adequate provisions made to absolve debts owed.

Section 2. All assets held by WKK upon condition requiring return or transfer shall be returned in accordance with such requirements upon dissolution.

Section 3. The remaining assets of WKK shall be conveyed to one or more organizations, to be named by the Executive Director, with similar interests and goals as that of the Corporation, herein, that are exempt as organizations described in Section 501(C)(3) of the Internal Revenue Code in accordance with Article V of the Articles of Incorporation.

We, the undersigned, after review and consideration of the presented Bylaws, hereby resolve to and do duly adopt these Bylaws for Whisketeers' Kitty Kingdom, Inc. on this 9th day of May, 2013.

Executive Director: Laurie Vienneau

Laurie H. Vienneau

Director of Operations: Lesley Henson

Lesley J. Henson

Assistant Director of Operations: Diane Ray

Diane Ray

Director of Finances: Glen Vienneau

Glen M. Vien